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June 1, 2015

VIA CM/ECF AND HAND DELIVERY

The Honorable Shelley C. Chapman
United States Bankruptcy Judge
United States Bankruptcy Court
Southern District of New York
One Bowling Green
New York, New York 10004

Re: *In re NII Holdings, Inc., et al.* Case No. 14-12611 (SCC)

Dear Judge Chapman:

The Debtors in the above-referenced Chapter 11 Cases and the Official Committee of Unsecured Creditors (the “Committee”) (together, and with the other supporters of the proposed PSA, the “Plan Proponents”) jointly submit this letter to: (i) request the Court’s assistance in resolving a dispute with the Ad Hoc Group of 2021 Noteholders (the “Ad Hoc Group”) concerning the allocation of time among the parties during the upcoming plan confirmation hearing; and (ii) identify other items we expect to address at today’s pre-trial conference.

Time Allocation Dispute

The Court has set aside the following times for the hearing: from 10:00-5:30 on June 3 (less a lunch break), from 10:00-12:00 on June 4, from 10:00-5:30 on June 8 (less a lunch break), and from 12:00-5:30 on June 9. To ensure that the hearing is complete by the end of the day on June 9, 2015, the Plan Proponents propose that the Court allocate time among the parties as follows. Openings should be limited to the morning session on June 3, with 60 minutes allocated to the Debtors, 40 minutes to the Committee, 60 minutes to the Ad Hoc Group, and 20 minutes for any other parties and for other miscellaneous first day items. We expect that closings and arguments on the PSA will take the entire day on June 9, and, of that time, we propose allowing the Debtors 90 minutes for closing, 60 minutes for the Committee, 40 minutes for all other Plan Proponents, and 90 minutes for the Ad Hoc Group. We propose reserving any remaining time on June 9 for argument concerning the PSA and other miscellaneous post-trial housekeeping.

This leaves approximately 12 hours for witness testimony. We propose allocating 7 hours to the Ad Hoc Group and 5 hours to the Plan Proponents (for direct and redirect). The Ad Hoc Group disagrees even though it is not putting forward any affirmative witnesses. It insists

on three hours of cross-examination for each of the Plan Proponents' five witnesses – *i.e.*, 15 hours of cross-examination. That proposal is simply unworkable given the Court's schedule and the June 12, 2015 deadline under the Amended PSA for a confirmation order to be entered. Moreover, that amount of time demanded by the Ad Hoc Group is excessive, given among other things, the extensive briefing and declarations already submitted by the parties, the length of the depositions taken to date, and the deposition designations that have been or will be submitted.

Accordingly, the Plan Proponents respectfully request that their proposed time allocation be adopted and enforced by the Court over the Ad Hoc Group's objection in order to ensure the Debtors' confirmation hearing need not be continued until an undetermined date in late June.

Pre-Trial Conference Agenda

In addition to the time allocation dispute, we expect to address the following items at today's pre-trial conference:

1. Objections to deposition designations.
2. The Ad Hoc Group's assertion of a subject-matter privilege waiver.
3. Logistics concerning confidential and sealed testimony and documents.

Respectfully submitted,

/s/ Scott J. Greenberg
Scott J. Greenberg

/s/ Kenneth H. Eckstein
Kenneth H. Eckstein

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